

P17000027476

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
TOWER EDUCATION TECHNOLOGIES, INC.

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August 19, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TOWER EDUCATION TECHNOLOGIES, INC.
5531 N UNIVERSITY DRIVE
SUITE 103
CORAL SPRINGS, FL 33067

SUBJECT: TOWER EDUCATION TECHNOLOGIES, INC.
REF: P17000027476

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

- (1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.
 - (a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-
 - (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- (2) If an amendment was adopted by the incorporators or board of directors without shareholder action.
 - (a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H21000311431
Letter Number: 421A00019839

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

12: 7

OF

TOWER EDUCATION TECHNOLOGIES, INC.

(Document No. P17000027476)

The undersigned officer, being of legal age and a natural person, on behalf Tower Education Technologies, Inc. (the "Corporation") pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), does hereby subscribe to and submit these Amended and Restated Articles of Incorporation (these "Articles") for purposes of amending and restating, in their entirety, those certain Articles of Incorporation of the Corporation originally filed on March 24, 2017, with the intent of continuing the existence of the Corporation as a corporation under the laws of the State of Florida. The Articles were duly adopted by its Board of Directors without shareholder action. Shareholder action was not required.

ARTICLE I

The name of the Corporation is: Tower Education Technologies, Inc. The address of the principal office, the principal place of business, and the mailing address of the Corporation is 102 NE 2nd Street, Suite 916, Boca Raton, Florida 33432, with the privilege of having its offices and branch offices at other places within or outside the State of Florida.

ARTICLE II

The name and address of the registered agent of the Corporation in the State of Florida is BCRA, LLC, a Florida limited liability company, 1905 NW Corporate Boulevard, Suite 310, Boca Raton, Florida 33431.

ARTICLE III

A. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the FBCA; provided, however, the Corporation shall be a specific public "benefit corporation" as contemplated by Part III of the FBCA (or any successor provisions), such that the Corporation intends to operate in a responsible and sustainable manner and to produce specific public benefit(s), and is to be managed in a manner that balances the stockholders' pecuniary interests, the best interests of those materially affected by the Corporation's conduct and the benefit of the general public. Accordingly, it is intended that the operations and business of the Corporation will create a material positive impact on society and the environment, taken as a whole. If the FBCA is amended to alter or further define the management and operation of public benefit corporations, then the Corporation shall be managed and operated in accordance with the FBCA, as so amended.

B. The specific public benefit purpose of the Corporation is to produce positive effects (and reduce negative effects) for society and persons by promoting access to education to individuals throughout the world; and furthermore, in order to advance the best interests of those materially affected by the Corporation's conduct, it is intended that the business and operations of the Corporation create a material positive impact on society and the economy, taken as a whole; and moreover, the Corporation may engage in other activities as the Board of Directors of the Corporation may, from time to time, determine to be appropriate and within the Corporation's overall purpose and mission.

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C. To the extent that any term or provision of this Article III is found to be illegal, invalid or unenforceable, such illegality, invalidity or unenforceability shall not affect the legality, validity and enforceability of any other term or provision of this Article III.

ARTICLE IV

A. Classes of Stock. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, voting common stock ("Voting Common Stock") and non-voting common stock ("Non-Voting Common Stock"). The total number of shares of all classes of capital stock which the Corporation is authorized to issue is One Hundred Million (100,000,000) shares, each with a par value of \$0.0001 per share. Fifty Million (50,000,000) shares of the Corporation's capital stock shall be designated Voting Common Stock and Fifty Million (50,000,000) shares of the Corporation's capital stock shall be designated Non-Voting Common Stock.

B. Reclassification of Stock. The Board of Directors of the Corporation is hereby expressly authorized, subject to any limitations or restrictions prescribed by applicable law, to classify or reclassify any unissued shares of Common Stock into one or more classes or series of stock, with such voting powers, full or limited, or no voting powers, and with such designations, benefits, privileges, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereon as set forth in a resolution adopted by the Board of Directors of the Corporation.

C. Rights of Common Stock. The relative powers, rights, benefits, privileges, preferences, qualifications, limitations and restrictions granted to, or imposed upon, the shares of the Common Stock are as follows:

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Shares of Voting Common Stock and shares of Non-Voting Common Stock shall be entitled to share equally, identically and ratably, on a per share basis, with respect to any dividends or other distributions paid, made or distributed by the Corporation to the holders of such shares of stock in their capacity as stockholders of the Corporation (collectively, the "Stockholders"); provided, however, if a dividend is paid in the form of shares of Voting Common Stock or shares of Non-Voting Common Stock (or rights, options, warrants, conversion rights or contractual rights of any kind to acquire such stock), then holders of the Voting Common Stock shall receive shares of Voting Common Stock (or rights, options, warrants, conversion rights or contractual rights to acquire such stock, as the case may be) and holders of the Non-Voting Common Stock shall receive shares of Non-Voting Common Stock (or rights, options, warrants, conversion rights or contractual rights to acquire such stock, as the case may be).

2. Voting Rights.

(a) General Right to Vote. Except as otherwise expressly provided herein or required by applicable law, only the holders of shares of Voting Common Stock shall vote on the issues, decisions, matters, actions and items submitted to a vote of the Stockholders.

(b) Votes Per Share. Except as otherwise expressly provided herein or required by applicable law, on any issue, decision, matter, action or item that is submitted

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to a vote of the Stockholders, each holder of Voting Common Stock shall be entitled to one (1) vote for each such share of Voting Common Stock held by such Stockholder. Except as otherwise expressly provided herein or required by applicable law, the shares of Non-Voting Common Stock, and the Stockholders thereof (solely with respect to such shares of Non-Voting Common Stock held by such Stockholder), shall not have any voting rights, powers or authority.

(c) Stockholder Action by Written Consent. Any issues, decisions, matters, actions and items submitted to a vote of the Stockholders required or permitted to be taken at any meeting of Stockholders may be taken without any meeting, without prior notice and without a vote, if a written consent and approval, setting forth the action so taken, are signed by the holders of outstanding shares of Voting Common Stock of the Corporation representing not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of stock of the Corporation then issued and outstanding (other than treasury stock) entitled to vote thereon were present and voted and delivered to the Corporation by delivery to its registered office in Florida, its principal place of business, or to an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Stockholders are recorded.

(d) Identical Rights. Except as otherwise expressly provided herein (such as dividend rights under Section C.1 of this Article IV, and voting rights under Section C.2 of this Article IV), under the Bylaws of the Corporation (in their present form and as may, from time to time hereafter, be amended, restated, repealed, supplemented, and/or otherwise modified, collectively, the "Bylaws"), pursuant to the Stockholders' Agreement of the Corporation, or as otherwise required under applicable law, shares of Voting Common Stock and shares of Non-Voting Common Stock shall have the same rights, benefits, privileges, preferences and rank equally, share ratably and be identical in all respects as to all items and matters, including, but without limitation:

D. Certificates. Shares of the Corporation's Common Stock may be certificated paper shares, electronic uncertificated shares (managed by the Corporation or a third-party service provider) or a combination of both, as determined by the Board of Directors on a case-by-case basis. If any shares that were previously certificated paper shares are converted into electronic uncertificated shares, upon the request of the Board of Directors holder thereof agrees to promptly surrender such certificated paper share to the Corporation for destruction (however, even if such certificated paper share is not returned to the Corporation, such certificated paper share shall be of no legal force or effect once converted to an uncertificated electronic share).

ARTICLE V

Subject to any additional vote required by the Articles of Incorporation or the Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

ARTICLE VI

Subject to any additional vote required by the Articles of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws.

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ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws shall so provide.

ARTICLE VIII

Meetings of stockholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept within or outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE IX

To the fullest extent permitted under applicable law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any other law of the State of Florida is amended after approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

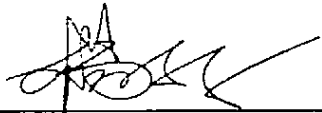
To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which FBCA permits the Corporation to provide indemnification). Any amendment, repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE XI

The Corporation renounces, to the fullest extent permitted under applicable law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on August 18, 2021.

By: 
Name: Zhanjun Y Niohuru
Title: Chairman of the Board of Directors